

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

August 8, 2005

RECORDATION NO. 24692-B FILED

AUG 10 '05

2-45 PM

SURFACE TRANSPORTATION BOARD

▲
AUG 9 2005
RECEIVED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 3 dated as of April 1, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 12, 2003, which was duly filed and recorded on November 13, 2003 and assigned Recordation Number 24692.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: De Queen and Eastern Railroad Company
a Wholly Owned Subsidiary of Weyerhaeuser Company
PO Box 9777
Federal Way, Washington 98063-9777

A description of the railroad equipment covered by the enclosed document is:

Three hundred (300) 60-foot, Plate F, boxcars with 12-foot plug doors, and 15-inch EOCC, designed for 286,000 lbs. GRL marked and numbered AOK 111250 through AOK 111549, inclusive.

Mr. Vernon A. Williams

August 8, 2005

Page 2

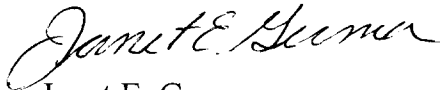
Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Rider No. 3 dated as of April 1, 2005 to Lease Agreement dated as of September 12, 2003 between Greenbrier Leasing Corporation, Lessor, and De Queen and Eastern Railroad Company, a wholly owned subsidiary of Weyerhaeuser Company, Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

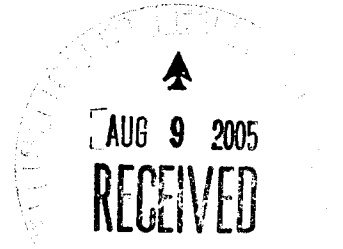
cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

DEQUEEN AND EASTERN RAILROAD COMPANY,
A WHOLLY OWNED SUBSIDIARY OF WEYERHAEUSER COMPANY ("LESSEE")

SEPTEMBER 12, 2003

RIDER NO. 3

APRIL 1, 2005

Memorandum of a Lease Agreement for Rider No. 3 made and entered into as of April 1, 2005, to that certain Lease Agreement dated as of September 12, 2003, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and DeQueen and Eastern Railroad Company, an Arkansas corporation, a wholly owned subsidiary of Weyerhaeuser Company, a Washington corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor three hundred (300) 60-foot, Plate F, boxcars with 12-foot plug doors and 15-inch EOCC, designed for 286,000 lbs. GRL, marked and numbered AOK 111250 through AOK 111549, inclusive.
2. The Lease Agreement and Rider No. 3 shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement and Rider No. 3, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Noonias M. Webb

DEQUEEN AND EASTERN RAILROAD COMPANY,
a wholly owned subsidiary of Weyerhaeuser Company

By: [Signature]

STATE OF OREGON

)

) ss.

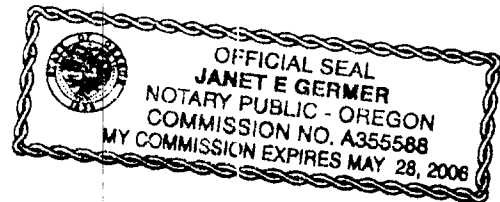
COUNTY OF CLACKAMAS

)

On this 5th day of August, 2005, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Arkansas

)

) ss.

COUNTY OF Sevier

)

On this 12th day of July, 2005, before me personally appeared J.D. Kentraek, to me personally known, who being by me duly sworn, says that he is the VP/General Manager of DeQueen and Eastern Railroad Company, a wholly owned subsidiary of Weyerhaeuser Company, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Gloria Jean Caldwell, Notary Public
Sevier County, Arkansas
My Commission Expires 9-14-2007

Gloria Jean Caldwell
NOTARY PUBLIC

My commission expires: 9-14-2007